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PANDEMONIUM AT PROJECT PEGASUS!

THE AVENGERS®

MILGROM/SINNOTT

STAN LEE PRESENTS

MELTDOWNS AND MAYHEM

THAT'S IT... GO RIGHT BACK THROUGH HERE, NO ONE WILL HARM YOU.

AT THE UNDERGROUND PROJECT PEGASUS RESEARCH CENTER, AN INVASION OF LAVA MEN HAS BEEN HALTED IN RECORD TIME BY THE MIGHTY AVENGERS...

...A FEAT WHICH HAS NOT FAILED TO IMPRESS THAT WOULD-BE MEMBER, THE AMAZING SPIDER-MAN!

GEEZ. THOSE ROCKY GUYS HANG ON CAPTAIN MARVEL'S EVERY WORD, BUT THEY'RE LOOKING AT ME LIKE I'M SOME SORT OF FREAK. I MUST NOT LIVE RIGHT...

...I DON'T EVEN GET RESPECT FROM LAVA MEN!

TOO BAD YOU AND THE WASP SHOWED UP LATE, WITCH. YOU MISSED ALL THE FUN!

FUN?!?

UH, YES. STARFOX WAS JUST TELLING ME ABOUT IT, SHE-HULK.

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MAN, THINGS REALLY MOVE FAST WITH THE AVENGERS.

IT'S BEEN LESS THAN AN HOUR SINCE I HITCHED A RIDE ON ONE OF THEIR QUINJETS, AND ALREADY I'VE BEEN INVOLVED SAVING A GOVERNMENT RESEARCH PROJECT AND MAKING PEACE WITH LAVA MEN.

OF COURSE, MY PART IN THE PROCEEDINGS WASN'T AS BRILLIANT AS I MIGHT HAVE LIKED, BUT I HOPE THE OL' ENTHUSIASM SHINED THROUGH. BEING AN AVENGER WOULD MEAN $1000 A WEEK IN MY POCKET--AND I COULD REALLY USE THE MONEY!

I WONDER IF ALL THEIR MISSIONS ARE THIS WEIRD? IMAGINE... LAVA MEN, LIVING UNDER THE EARTH! I DIDN'T THINK LAVA MEN EXISTED ANYWHERE OUTSIDE OF 1950s HORROR MOVIES. AND THAT STORY THEY TOLD CAPTAIN AMERICA--!

CAP TELLS ME OUR FIGHT WAS ALL A MISUNDERSTANDING.

IT IS AS HE HAS SAID...WE DID ATTACK YOUR BASE ONLY IN RETALIATION.

THE PEOPLE OF MY SUBTERRANEAN TRIBE WERE ONCE NOMADS, MOVING BENEATH THE EARTH IN GREAT UNDERGROUND CAVERNS. A GENERATION AGO, OUR TRIBE FOUNDED A VILLAGE MANY MILES BENEATH WHAT IS NOW YOUR BASE.

"OUR VILLAGE WAS ENDANGERED BY YOUR MACHINES. THAT IS WHY WE RETURNED WHAT WE THOUGHT WAS AN ATTACK.

"CAPTAIN AMERICA HAS EXPLAINED HOW THIS WAS AN ERROR."

THAT IT WAS, SIR. IF OUR THERMAL RESEARCH MEN HAD KNOWN YER VILLAGE WAS DOWN THERE, THEY'D HAVE SUNK THEIR MAGMA TAP IN ANOTHER DIRECTION. AS A MATTER OF FACT, NOW THEY WILL!

AS HEAD O' PROJECT SECURITY, YE HAVE MY WORD ON IT!

AND THE AVENGERS WILL MAKE SURE THAT O'BRIEN'S WORD STICKS!

SO...THE AVENGERS ARE HERE, EH? INTERESTING!

AVENGERS? BIG DEAL! YOU SAY THE WORD, MOONSTONE, AND I'LL POUND 'EM FLAT!

ARE YOU CRAZY, RHINO? THE AVENGERS ARE NO PUSHOVERS! THERE'RE AT LEAST SIX OF THEM -- PLUS THAT BLASTED SPIDER-MAN! AND THEY'RE JUST TWO LEVELS BELOW! HOW CAN THE FOUR OF US POSSIBLY -- ?

WE'RE QUITE AWARE OF THE ODDS, ELECTRO!

YEAH, I DON'T CARE IF THERE'S A HUNDRED OF 'EM! NOBODY'S GONNA STOP US FROM LEVELING THIS JOINT! YOU DON'T WANT TO FACE 'EM? FINE!

YOU CAN GUARD OUR REAR! AND MAKE SURE YOU KEEP A GOOD EYE ON THIS *BLACKOUT* JERK! I DON'T TRUST HIM ANY MORE THAN I WOULD SPIDER-MAN!

WHAT?!? YOU DON'T TRUST *ME?!*

THAT'S RIGHT! YOU MIGHT'VE BUSTED US OUT OF OUR CELLS HERE, BUT I NEVER HEARD OF YOU BEFORE, PAL! SEEMS TO ME THAT YOU SHOWED UP AWFULLY SUDDEN --

--JUST LIKE THE AVENGERS DID! THAT SMELLS LIKE A SET-UP TO ME!

YOU DARE TO ACCUSE ME -- *ME?!?* -- OF SIDING WITH THE ENEMY?!

POW!

YEAH!

HOW DARE YOU ACCUSE ME OF SUCH A THING!!

YOU'RE JUST LIKE ALL THE REST! YOU'RE AGAINST ME... ALL OF YOU!

ENCASING YOU IN MY SOLID BLACK-LIGHT IS TOO LENIENT A PUNISHMENT!

YOU SHOULD BE MADE TO GO THROUGH THE TORTURE I ENDURED ...TO HAVE YOUR BODY TWISTED WITH THE POWER OF THE BLACK STAR...TO BE MERGED WITH THE LIGHT SPECTRUM!

THEN YOU'D KNOW! THEN YOU'D ALL KNOW! OH, YES!

SOLID LIGHT? BLACK-STAR POWER? MOONSTONE, WHAT'S HE TALKING ABOUT? ANYONE WHO'S HAD EVEN A GRADE-SCHOOL SCIENCE EDUCATION KNOWS THAT HE'S SPOUTING GIBBERISH! BLACK-LIGHT IS JUST ULTRAVIOLET...

...AND WHAT HE CONTROLS IS MUCH MORE. YES, I KNOW...BUT I DON'T THINK THAT HE FULLY KNOWS. LET ME HANDLE THIS.

PERHAPS THAT IS THE ANSWER! YES, OF COURSE!

BLASTED STUFF IS LIKE A CROSS BETWEEN CRAZY GLUE AND MOLASSES.

ALL WHO STAND AGAINST ME MUST BE MERGED WITH THE LIGHT SPECTRUM! YES!

KEEP TALKIN', PAL!

THEN NO ONE WILL DARE TO OPPOSE MEEEE!

THAT'S A PRETTY GOOD PLAN, BIG MOUTH!

LET'S SEE IF YOU CAN STILL PULL IT OFF ...AFTER I BOUNCE YOU AGAINST THE WALL A COUPLE OF TIMES!

SEPARATE THEM, ELECTRO --NOW!

ZKOW

OKAY, LADY... I JUST HOPE YOU KNOW WHAT *WE'RE* DOING!

WHY, YOU--!

CALM DOWN, RHINO! LISTEN TO ME, BOTH OF YOU!

WE WERE ALL IMPRISONED HERE--ONE WAY OR ANOTHER--SO THE PROJECT SCIENTISTS COULD STUDY OUR ENERGY POWERS!

YEAH, THEY WANTED TO USE US AS GUINEA PIGS.

EXACTLY! BUT NOW WE HAVE AN OPPORTUNITY TO TURN THE TABLES ON OUR JAILERS... RIGHT UNDER THE NOSES OF THE AVENGERS!

LISTEN...

MEANWHILE, TWO LEVELS BELOW, IN THE PROJECT'S THERMAL RESEARCH DOME...

HEAR ME, POWERS OF THE EARTH! ATTEND TO YOUR FAITHFUL SERVANTS AND CARRY US HOMEWARD! ATTEND... ATTEND...

THIS IS SCREWY! HE JUST KEEPS CHANTING AND WAVING HIS ARMS OVER THE TRASHED OPENING TO THE OLD MAGMA PIT, LIKE HE WAS SOME SECOND-RATE DR. STRANGE! WHAT'S HE THINK HE'S GOING TO ACCOMPLISH?

SUDDENLY, AS IF IN ANSWER TO THE LAVA MAN'S RITUAL, A MOLTEN STREAM SUDDENLY FOUNTAINS UP FROM THE PIT--

--AND THEN RECEDES, CARRYING THE LAVA MEN DOWNWARD TO THEIR SUBTERRANEAN HOME.

FAREWELL, AVENGERS. IF WE MEET AGAIN, MAY IT BE AS FRIENDS!

IN MOMENTS THEY ARE GONE, THE TAP HOLE SEALED BEHIND THEM.

WOW.

I SAW IT, BUT I STILL DON'T BELIEVE IT!

AND I DON'T BELIEVE *YOU*, SPIDER-MAN! CAP FILLED ME IN ON HOW YOU STOWED AWAY ON OUR QUINJET AND CAME UP HERE WITH THE FIRST SQUAD.

JUST WHO DO YOU THINK YOU ARE, INTERFERING IN AVENGERS' BUSINESS?

I'M SORRY, WASP. I...

SORRY?! IS THAT ALL YOU CAN SAY FOR YOURSELF?

WELL, I SHOULD HOPE YOU'RE SORRY! YOU MIGHT HAVE SACRIFICED OUR ENTIRE MISSION!

I REALLY BLEW IT THIS TIME!

I ONLY MEANT TO HELP, WASP. I JUST WANTED TO SHOW YOU THAT I'D MAKE A GOOD AVENGER... BUT, I GUESS YOU'D NEVER CONSIDER ME FOR MEMBERSHIP NOW, HUH?

I DIDN'T SAY THAT!

IF YOU PROMISE NOT TO EVER DO ANYTHING THIS RASH AGAIN, WE'LL SEE WHAT WE CAN DO ABOUT MAKING YOU AN AVENGER-IN-TRAINING!

YOU MEAN IT?

YIPPEE!

YA HEAR THAT, EVERYBODY? I'M GONNA BE AN AVENGER...

...IN TRAINING?!?

WAIT-A-MINUTE!

I SAID IT BEFORE AND I'LL SAY IT AGAIN ...WHAT THE HECK DO I NEED TRAINING FOR?

WELL, FOR ONE THING, TO LEARN HOW TO FOLLOW ORDERS!

CAP'S RIGHT, SPIDER-MAN. THE AVENGERS IS A TEAM. WE ALL HAD TO LEARN HOW TO WORK TOGETHER AS A UNIT.

AND THEN, THERE'S THE MATTER OF THIS ABILITY YOU SEEM TO HAVE FOR SENSING DANGER.

THAT'S RIGHT! AVENGERS ARE ALLOWED TO KEEP THEIR PRIVATE LIVES PRIVATE, BUT WE NEED TO KNOW WHAT EACH OTHER CAN DO IN A PINCH.

AS FAR AS POWERS AND ABILITIES GO, WE DON'T KEEP ANY SECRETS!

WE DON'T?

THIS COULD PRESENT A BIT OF A PROBLEM.

I'VE YET TO FACE A SITUATION WITH THE AVENGERS IN WHICH MY OWN "SPECIAL ABILITY" WOULD HAVE BEEN USEFUL, SO I NEVER MENTIONED IT. I SUDDENLY REALIZE THAT THEY'RE NOT EVEN AWARE IT!

WHAT WOULD THEIR REACTION BE, IF I WERE TO REVEAL MY OTHER POWER AT THIS LATE DATE? GIVEN ITS NATURE, SHOULD I REVEAL IT AT ALL?

WELL... OKAY, SIGN ME UP AND I'LL TELL YOU WHAT MAKES ME TICK!

HOLD IT! IF YOU'RE GOING TO BE ON THE TEAM, YOU CAN AT LEAST START STANDING ON THE FLOOR, LIKE A NORMAL PERSON!

NORMAL? LOOK WHO'S TALKING?

WALK ON THE FLOOR? GEEZ, HOW BORING--

--BUT IF IT'LL HELP KEEP PEACE IN THE FAMILY, ALL RIGHT!

IS THIS BETTER?

NOT MUCH, BUT IT'LL DO!

COME ON, EVERYONE! WE HAVE A LOT TO SETTLE BACK AT THE MANSION!

IF IT'S FAST TRANSPORT BACK TO THE AIR PAD YOU'LL BE WANTIN'-- *THE TUBE* IS BACK IN FULL OPERATION!

THE TUBE? IS IT SOME SORT OF ELEVATOR, MR. O'BRIEN?

IN A MANNER O' SPEAKIN', MS. VAN DYNE! 'CEPTIN' THAT THE TUBE CARRIES YA UPWARDS ON A GRAVITY-DEFYIN' *VORTEX BEAM!*

BIZARRE! I'M STILL GETTING USED TO FLYING !N MY LIGHT FORM! THIS IS SOMETHING ELSE ENTIRELY!

HEY, O'BRIEN--YOUR TUBE'S REAL IMPRESSIVE, BUT IT LOOKS TO BE AT LEAST 20 STORIES TALL!

AYE...SO?

WHAT HAPPENS IF THE POWER GOES...

ME AND MY BIG MOUTH!

HANG LOOSE, ALL YOU NON-FLYING TYPES!

...OUT?

THWIP

THE SPIDER-MAN EMERGENCY NET AND AWNING AGENCY IS AT YOUR SERVICE!

IS EVERY-ONE ALL RIGHT?

SOMETHING'S TERRIBLY WRONG! THERE ARE HUNDREDS OF FAIL-SAFES BUILT INTO THE TUBE NETWORK... AUTOMATIC SAFETY SYSTEMS SET TO DEPLOY EVEN IN THE EVENT OF A TOTAL POWER OUTAGE!

NONE O' US SHOULD'VE FALLEN MORE THAN A FOOT OR TWO... UNLESS THE SYSTEM'S BEEN DELIBERATE-LY SABOTAGED!

I DON'T LIKE THE SOUNDS OF THAT!

SHE-HULK, GET US OUT OF HERE!

KRAM

OKAY, YOU GOT IT!

THAT'S WHAT I LIKE ABOUT YOU, GREENIE! YOU'RE ONE OF THE WORLD'S GREAT DIRECT THINKERS!

JUST SHUT UP AND GIVE ME A HAND!

I MUST GET TO--

"--THE SECURITY MONITOR!"

O'BRIEN HERE! WHAT THE DEVIL'S GOIN' ON?

THERE'S A BREAK-OUT IN THE COMPOUND, SIR! FOUR PRISONERS JUST TRASHED THROUGH THE COMPUTING SECTION--

--AND MADE MINCEMEAT OF ALL TRANSPORT SYSTEMS! WE CAN'T BE SURE...

...BUT IT LOOKS LIKE THEY'RE MAKING FOR THE NUCLEAR RESEARCH DOME!

OMIGOD! AVENGERS--?

BUT THE HEROES ARE ALREADY ON THEIR WAY BACK DOWN, RUSHING PAST THE MANGLED RAIL-CARS OF THE PROJECT LOOP...

THIS IS NUTS! WE JUST SAVED THE NUKE DOME FROM THE LAVA MEN!

WELL, WHOEVER IT IS, THEY DID A PRETTY GOOD JOB OF SLAGGING THE DOORS TO THE RESEARCH DOME!

STARFOX... SHE-HULK...WOULD YOU--?

SAY NO MORE, WASP! WE'RE GETTING TO BE EXPERTS AT THIS!

KRA-THOOM

GEEZ, NEXT TO THOSE TWO, I FEEL LIKE A 98-POUND WEAKLING!

DON'T GET TOO FAR AHEAD, CAPTAIN MARVEL! WE NEED CAUTION AS WELL AS SPEED NOW! WE HAVE NO IDEA OF WHO WE'LL BE UP AGAINST THIS TIME!

BUT, JUST INSIDE THE DOME...

JUDGING FROM EVERY-ONE'S REACTION, THAT BIG BLACK WALL ISN'T SUPPOSED TO BE THERE, RIGHT?

IT WASN'T ON ANY SCHEMATIC OF THE BASE I'VE EVER SEEN!

WELL, NEVER FEAR, KIDDIES!

JUST RELAX AND LET THE OL' WALL-CRAWLER CHECK IT--

--OUT? WHAT THE HEY--!

I DON'T BE-LIEVE IT! I'M SLIDING RIGHT OFF!

I CAN CLIMB A WALL OF *TEFLON* IF I HAVE TO! WHAT'S THIS THING MADE OF?

LET'S FIND OUT!

HAH! IT MAY BE SLIPPERY, BUT IT BREAKS REAL FINE!

BAM

JUST THEN...

EEEYAH!

BEHIND THE WALL ...IT'S *ELECTRO!*

GOT YOURSELF A NEW GIRLFRIEND, WEB-HEAD? TOO BAD SHE SHOCKS SO EASILY! HAH-HA-HA!

WHY, YOU DIRTY--!

THWIP

?!?!

THE HOLE CLOSED ITSELF UP, EVEN AS I FIRED MY WEBBING! WHAT *IS* THIS STUFF?!

IT'S THE STUFF OF WHICH DEFEATS ARE MADE...YOUR DEFEAT IN THIS CASE!

MY BOYS AND I ARE RUNNING THIS RESEARCH DOME NOW...AND THAT PUTS US IN CONTROL OF THIS ENTIRE PROJECT!

THERE'S NOT A THING YOU CAN DO TO STOP US!

HEY, THAT'S MOONSTONE! I'VE TUSSLED WITH HER BEFORE! WHAT'S SHE HAVE UP HER SLEEVE THIS TIME?

SHOW THEM, ELECTRO!

ON THE OTHER SIDE OF BLACKOUT'S BARRIER, ELECTRO--HYPER-ENERGIZED BY A DIRECT LINE TO THE DOME'S NUCLEAR GENERATOR--BEGINS TO CHARGE UP THE WALL--

--WITH HUNDREDS OF THOUSANDS OF VOLTS...

UNLESS ANY OF YOU ARE MORE ELECTRICALLY RESISTANT THAN GREENIE-LOCKS, I'D GIVE THAT WALL A WIDE BERTH!

DANGEROUS OR NOT, WE STILL HAVE TO GET THROUGH AND STOP THIS MADNESS! THAT WALL HAS TO COME DOWN...

...AND YOU'RE THE ONE BEST EQUIPPED TO HANDLE THAT--

--WANDA!

THE ASSEMBLED HEROES TURN AS ONE...AND THEN STEP ASIDE TO MAKE WAY FOR THE SCARLET WITCH!

HER BROW KNIT IN CONCENTRATION, WANDA MAXIMOFF GESTURES... AND IS INSTANTLY SURROUNDED BY A WEIRDLY GLOWING HEX SPHERE--

--GENERATED BY THE UNCANNY ENERGIES OF HER OWN MUTANT MIND!

SUCH IS THE POWER OF THOSE ENERGIES THAT THE VERY LAWS OF PROBABILITY WARP AND ALTER BEFORE HER EYES!

THE EBON BARRIER SHOULD NOT SUDDENLY BREAK DOWN AND MELT AWAY...BUT IT DOES!

AND THE CRACKLING ELECTRICAL DISCHARGES SHOULD NOT SUDDENLY FEED BACK INTO ELECTRO... BUT THEY DO!

I DON'T KNOW WHAT YOU DID TO MY PARTNER, BUT YOU WON'T FIND THE RHINO SO EASY TO STOP!

WHOOPS! ANOTHER PRECINCT HEARD FROM!

CAPTAIN MARVEL! LOOK OUT!

DON'T WORRY ABOUT ME, WANDA!

HE CAN'T DO MUCH TO AN IMAGE OF LIGHT!

DID YOU SAY... LIGHT?

IT DOESN'T MATTER HOW MANY OF YOU THERE ARE--I'LL MOW YOU ALL DOWN!

TELL ME, RHINO, OL' PAL--HOW LONG HAVE YOU BEEN PLAGUED BY THESE FEELINGS OF INSECURITY?

YOU! YOU HAVE IMPRISONED ONE OF OUR NUMBER IN YOUR DARK SPHERE! RELEASE HER AT ONCE!

SMEK

YOU THINK YOU CAN INTIMIDATE ME JUST BECAUSE YOU CAN FLY?! WELL, YOU'RE WRONG! *WRONG!*

BLACKOUT CAN ALSO DEFY GRAVITY!

A CHALLENGE! MARVELOUS!

EVERYONE'S FORGOTTEN ME IN THE MELEE! TOO BAD FOR THEM!

SPIDER-MAN'S BEEN A THORN IN MY SIDE FOR TOO MANY YEARS! HE GETS IT FIRST!

SPIDER-MAN RIDES AGAIN! YEE-HAW!

WITH THE EXTRA VOLTAGE AT MY DISPOSAL, I'LL FRENCH FRY HIM BEFORE--! *HUH?*

SORRY, ELECTRO! I'M CUTTING OFF YOUR POWER!

KA-CHUK

THANKS FOR THE QUICK SAVE, CAPPY!

THWAP

DON'T MENTION IT, SON! THAT'S JUST TEAMWORK IN ACTION!

SO YOU'VE CUT MY BOOSTER LINE--IT DOESN'T MATTER! I STILL CARRY MORE THAN ENOUGH POWER TO BLOW YOU AWAY, AVENGER!

NICE BLOCK! BUT THAT SHIELD WON'T BE ENOUGH TO SAVE YOU FROM MY NEXT BLAST!

ZZZKOW

IT WON'T HAVE TO!

HUH? WHAT--?

HAH-HA-HA! WAS THAT FANCY HEX SUPPOSED TO HURT?

YOU MUST BE LOSING YOUR TOUCH, RED! I DIDN'T... FEEL... A... THING?

THUD

WANDA? WHAT THE BLAZES DID YOU DO TO HIM?

BASICALLY, I TRIED TO MAKE ALL THE CARBON DIOXIDE IN THE ROOM CLUSTER AROUND HIS HEAD, SO HE'D PASS OUT FROM TEMPORARY LACK OF OXYGEN.

LOOKS LIKE IT WORKED!

UH... YES!

AT THAT MOMENT, HOVERING IN THE MIDDLE OF THE CHAMBER...

THIS IS CRAZY! I'VE CHANGED INTO EVERY FORM OF ENERGY I COULD THINK OF, BUT I CAN'T GET OUT OF THIS FLYING GLOBE!

ONLY ONE THING LEFT TO TRY...

...BUT I'LL HAVE TO BE IN HUMAN FORM TO DO IT!

WHILE, OUTSIDE THE SPHERE...

HEY, RHINO! IF I WERE YOU--

-- I'D GIVE SERIOUS THOUGHT TO TURNING!

NOW, DON'T SAY I DIDN'T WARN YOU!

KTANG

A FEW INCHES OF STEEL DON'T MEAN ANYTHING TO ME!

IS THAT SO?

KRATOOM

WELL, HOW ABOUT A FEW KNUCKLES OF SHE-HULK? DOES *THAT* MEAN ANYTHING?

KRAK

HMMPH! GUESS IT DOES!

MAGNIFICENT, JENNIFER!

SAVE YOUR BREATH FOR CATCHING THE NUT ON THE FLYING DISCS!

BUT AS STARFOX CLOSES IN ON BLACKOUT...

EH?

CHOOM

...THE EBON SPHERE SUDDENLY ERUPTS FROM THE POWER OF CAPTAIN MARVEL'S FORCE-BLAST--

--CAUSING A MOST UNFORTUNATE DIVERSION.

YOU SHOULD NEVER HAVE TAKEN YOUR EYES OFF ME! NEVER!

STARFOX!

YOU DEVIL! I'LL GET YOU FOR THAT!

GET ME? YES, YOU ALL TRY-- DON'T YOU?

YOU'RE ALL OUT TO GET ME!

AND, IN THE DOME'S REACTOR CONTROL ROOM...

THOSE THREE IDIOTS DON'T STAND A CHANCE AGAINST THE AVENGERS-- BUT THEY'LL BUY ME THE TIME I NEED TO SET THINGS IN MOTION!

GET AWAY FROM THOSE CONTROLS!

THE WASP? HERE ALREADY? WELL, IT DOESN'T MATTER NOW!

LOOKS LIKE IT MATTERS A LOT! MISSED ME!

CHA-KOW

MISSED? HA-HA! NO, I HIT EXACTLY WHAT I WAS AIMING FOR!

ALL I WANT TO DO IS BRING THIS PLACE TO ITS KNEES, FOR DARING TO STUDY ME LIKE SOME KIND OF LAB ANIMAL! AND NOW I HAVE! THE ONLY WAY TO STOP WHAT I'VE PUT INTO MOTION--

--WAS THE CONTROL PANEL I JUST DESTROYED!

OH!

WITH THAT, MOONSTONE SUDDENLY EMITS A BRILLIANT, BLINDING LIGHT--

--AND STREAKS AWAY!

EVACUATION EXIT

KRANG

I'D ADVISE YOU TO GET AWAY IF YOU CAN, AVENGER! THIS ENTIRE BASE WILL SOON BECOME VERY UNPLEASANT!

THE WASP'S VISION CLEARS JUST IN TIME TO SEE--

--THE CRAZED BLACKOUT FOLLOW MOONSTONE'S LEAD...

--AND SEAL OFF THEIR EXIT BEHIND HIM!

EVACUATION EXIT

OH! HE'S PULLING THAT ENERGY-WALL TRICK AGAIN!

THAT WON'T STOP ME FOR LONG! ALL I HAVE TO DO IS BLAST IT DOWN AND--!

HOLD IT, C.M.! THERE'S NO TIME FOR THAT NOW! WE HAVE A REAL EMERGENCY ON OUR HANDS!

MOONSTONE DID SOMETHING TO THIS REACTOR... AND I THINK IT'S CRITICAL!

CRITICAL? IS SOMEONE BEING CRITICAL AGAIN?

THIS IS NO JOKING MATTER, SPIDER-MAN! MOONSTONE'S LEFT THE REACTOR IN AN AWFUL STATE!

WHAT?!? LET ME TAKE A LOOK AT THIS! I...AH... HAVE A LITTLE SCIENTIFIC TRAINING.

LET'S HOPE IT'S ENOUGH, SPIDER-MAN!

UH-OH.

BAD?

REAL BAD! MOONIE PULLED ALL OF THE DAMPING RODS OUT OF THE POWER CORE!

IF WE CAN'T GET THEM BACK IN PLACE, WE'LL HAVE A MELTDOWN THAT'LL LEAVE THE ENTIRE PROJECT UNINHABITABLE FOR THE NEXT HUNDRED-THOUSAND YEARS!

BUT HOW CAN WE REPLACE THE RODS? MOONSTONE WRECKED THE CONTROLS!

I CAN'T HEX THEM BACK INTO PLACE... MY POWER DEPENDS UPON A DIRECT LINE OF SIGHT! AND THE RADIATION LEVELS ARE SO HIGH IN THE REACTOR, I DOUBT THAT EVEN THE SHE-HULK COULD SURVIVE IN THERE!

I COULD, WANDA!

THE RADIATION WOULDN'T AFFECT MY ENERGY FORMS! I COULD ENTER THROUGH THE MONITOR CIRCUITRY!

YEAH! THAT MIGHT JUST WORK!

ONCE INSIDE, YOU COULD MAKE LIKE A LASER AND--! C.M.?

SHE DOESN'T WASTE TIME, DOES SHE?

CAN YOU HEAR ME, C.M.? ONCE YOU'RE IN THE REACTOR CHAMBER, YOU HAVE TO LOCATE THE SUPPORT COLUMNS FOR THE DAMPING ROD ASSEMBLY!

THERE APPEAR TO BE FIVE MAJOR SUPPORTS. THIS WILL REQUIRE SOME HEAVY CONCENTRATION! YOU HAVE TO CUT THROUGH ALL FIVE...ALMOST SIMULTANEOUSLY...

...IN ORDER FOR THE WHOLE ASSEMBLY TO FALL INTO PLACE. IF THE RODS DON'T FALL AS A UNIT...WELL, THIS PLACE WILL GLOW IN THE DARK FOR A VERY LONG TIME!

THAT'S IT! GO TO IT, LADY! YOU'VE JUST ABOUT--!

NO! ONE OF THE COLUMNS WASN'T CUT ALL THE WAY THROUGH! THE RODS ARE GOING TO FALL WRONG!

QUICK AS LIGHT, CAPTAIN MARVEL STREAKS AROUND, APPLYING A SUDDEN BURST OF RADIANT HEAT--

--AND...

IT WORKED!

WHUNK

YEAH...IT SURE DID. THE REACTOR'S SHUTTING DOWN.

UH...CAN SOMEONE HELP ME GET MY HEART RESTARTED?

LATER, AT AVENGERS MANSION...

YOU'LL HAVE TO EXCUSE ME! I MUST CHECK WITH JARVIS ON MY HUSBAND'S CONDITION!

MAN, THIS PLACE HAS MORE LEVELS THAN I IMAGINED! WHEN THE AVENGERS BUILD A HEADQUARTERS, THEY DON'T MESS AROUND!

I STILL FEEL BADLY ABOUT LETTING MOON-STONE AND BLACKOUT GET AWAY!

DON'T LET IT GET YOU DOWN, KIDDO! WE'LL FIND 'EM EVENTUALLY! THEIR KIND ALWAYS TURNS UP!

MEANWHILE, ACROSS THE CHAMBER, CAP AND THE WASP OPEN A DIRECT VIDEO-LINK WITH THE NATIONAL SECURITY COUNCIL...

YES, AGENT GYRICH IS STILL ON SPECIAL ASSIGNMENT. WHAT CAN I DO FOR YOU?

WE'D LIKE CLEARANCE APPROVAL FOR A NEW AVENGERS TRAINEE, MR. SIKORSKI!

BOY, I DON'T KNOW... IT'S WEIRD, SIGNING ON AS A ROOKIE. I FEEL ODD ENOUGH JUST THINKING OF JOINING A REGULAR TEAM. THE AVENGERS ARE GOOD FOLKS, BUT BEING IN A GROUP IS REALLY GONNA CRAMP MY STYLE!

AW, BUT I CAN'T PASS UP A CHANCE TO PULL IN $1000 A WEEK FOR PLAYING SPIDER-MAN!

SPIDER-MAN?! ARE YOU OUT OF YOUR MINDS? WE HAVE A FILE ON HIM THAT'S A YARD LONG--

--AND IT STILL DOESN'T TELL US A BLASTED THING THING ABOUT HIM! THE MAN'S A MAJOR SECURITY RISK! *NO!* I ABSOLUTELY FORBID IT!

THEY'LL OKAY, STARFOX--A GUY FROM OUTER SPACE--BUT MY OWN GOVERNMENT WON'T APPROVE *ME?*

I FEEL AWFUL ABOUT THIS, SPIDER-MAN! MAYBE IF I MAKE A PERSONAL APPEAL TO THE PRESIDENT--!

NAW, DON'T PUT YOURSELF OUT, CAP! ME JOINING THE AVENGERS WAS A DUMB IDEA ANYWAY! BUT I'LL TELL YOU ONE THING...

...MY CONGRESSMAN IS DEFINITELY GONNA HEAR ABOUT THIS!

CONGRESS-MAN? WHAT ON EARTH IS A CONGRESS-MAN?

NEXT ISSUE

UN-LIMITED VISION!

ZONE